

**Amendment No. 1 to the Interconnection Agreement
Between
Level 3 Communications, LLC
for
Nebraska
and
ALLTEL Nebraska, Inc.**

This Amendment No. 1 ("Amendment") is made and entered into by and between Level 3 Communications, LLC ("Level 3") and ALLTEL Nebraska, Inc. ("ALLTEL").

RECITALS

WHEREAS, Level 3 and ALLTEL entered into an Interconnection Agreement for service in the State of Nebraska that was executed by Level 3 on April 25, 2002, and ALLTEL on April 22, 2002 (the "Agreement"); and

WHEREAS, Level 3 and ALLTEL desire to amend the Agreement by adding the terms, conditions and rates contained herein.

AGREEMENT

NOW THEREFORE, in consideration of the mutual terms, covenants and conditions contained in this Amendment and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows:

1. **Amendment Terms.**

This Amendment is made in order to add terms, conditions, and rates for Number Portability as set forth in Attachment 14: Number Portability, appended hereto and incorporated herein.

2. **Effective Date.**

This Amendment shall be deemed effective upon approval by the Nebraska Public Service Commission; however, the Parties may agree to commence implementation of the provisions of this Amendment upon execution. As such, upon execution of this Amendment by both parties, Level 3 will submit its Service Provider Number Portability (SPNP) Bona Fide Request (BFR) to ALLTEL per the terms of this Amendment. In turn, ALLTEL agrees to receive the BFR and work in good faith towards providing SPNP services to Level 3 as set forth in the Amendment.

3. Further Amendments.

Except as modified herein, the provisions of the Agreement shall remain in full force and effect. Neither the Agreement nor this Amendment may be further amended or altered except by written instrument executed by an authorized representative of both Parties.

The Parties intending to be legally bound have executed this Amendment as of the dates set forth below, in multiple counterparts, each of which is deemed an original, but all of which shall constitute one and the same instrument.

Level 3 Communications, LLC

ALLTEL Nebraska, Inc.

Authorized Signature

Authorized Signature

Kevin T. Paul

Stephen Weeks

Name Printed/Typed

Name Printed/Typed

VP-Softswitch Deployment

Director – Wholesale Services

Title

Title

Date

Date